

Exhibit 52

**Excerpts of Rani Johnson
Deposition Transcripts**

Rani Johnson
8/27/2024

<p>1 UNITED STATES DISTRICT COURT 2 SOUTHERN DISTRICT OF NEW YORK 3 4 SECURITIES AND EXCHANGE) 5 COMMISSION,) 6) 7 PLAINTIFF,) 8) Case No. 9 vs.) 23-cv-9518-PAE 10) 11 SOLARWINDS CORP. AND TIMOTHY) 12 G. BROWN,) 13) 14 DEFENDANTS.) 15 _____) 16 17 18 19 20 21 22 23 24 25</p> <p>VIDEOTAPED DEPOSITION OF RANI JOHNSON REPORTED REMOTELY VIA ZOOM Tuesday, August 27, 2024</p> <p>Reported By: KATHLEEN A. MALTBIE, STENOGRAPHIC REPORTER California CSR 10068, Nevada CCR 995, Texas CSR 12212, RPR-RMR-CRR-CCRR-CLR-CRC-RDR JOB No. 240827KW!</p> <p>1</p>	<p>1 APPEARANCES OF COUNSEL 2 FOR THE PLAINTIFF: 3 SECURITIES AND EXCHANGE COMMISSION 4 100 F Street, N.E. 5 Washington, D.C. 20549 6 BY: KRISTEN M. WARDEN, ESQ. 7 CHRISTOPHER BRUCKMANN, ESQ. (ZOOM) 8 LORY STONE, ESQ. (ZOOM) 9 Telephone: (202) 256-7941 10 Email: WardenK@sec.gov 11 BruckmannC@sec.gov 12 Stonel@sec.gov 13 14 FOR THE DEFENDANTS: 15 16 LATHAM & WATKINS, LLP 17 330 North Wabash Avenue, Suite 2800 18 Chicago, Illinois 60611 19 BY: KIRSTEN C. LEE, ESQ. (Zoom) 20 Telephone: (312) 777-7281 21 Email: Kirsten.lee@lw.com 22 LATHAM & WATKINS, LLP 23 1271 Avenue of the Americas 24 New York, New York 10020 25 BY: SERRIN TURNER, ESQ. JOSH KATZ, ESQ. Telephone: (212) 906-1330 Email: Serrin.turner@lw.com Josh.Katz@lw.com</p> <p>FOR DEFENDANT TIMOTHY E. BROWN:</p> <p>KING & SPALDING, LLP 1700 Pennsylvania Avenue, NW Suite 900 Washington, D.C. 20006 BY: ALEC KOCH, ESQ. (ZOOM) Telephone: (202) 626-8982 Email: Akoch@kslaw.com</p> <p>3</p>
<p>1 VIDEOTAPED DEPOSITION OF RANI JOHNSON 2 BE IT REMEMBERED that on Tuesday, 3 August 27, 2024, commencing at the hour of 9:06 a.m. 4 thereof, before me, Kathleen A. Maltbie, 5 RPR-RMR-CRR-CCRR-CLR-CRC-RDR, a Certified 6 Stenographic Shorthand Reporter, in and for the 7 State of California, Nevada and Texas, personally 8 appeared RANI JOHNSON, a witness in the 9 above-entitled court and cause, who, being by me 10 first remotely duly sworn, was thereupon examined as 11 a witness in said action. 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p>2</p>	<p>1 APPEARANCES OF COUNSEL (Continued) 2 FOR THE WITNESS: 3 WILSON SONSINI GOODRICH ROSATI 4 650 Page Mill Road 5 Palo Alto, California 94304-1050 6 BY: CAZ HESHEMI, ESQ. 7 Telephone: (650) 320-4827 8 Email: Chashemi@wsgr.com 9 10 ALSO PRESENT: 11 12 (Via Zoom Videoconference) 13 Frank Quirarte, Videographer 14 Becky Melton, Deputy General Counsel and Vice 15 President, SolarWinds 16 17 18 19 20 21 22 23 24 25</p> <p>4</p>

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<p>1 INDEX OF EXHIBITS (Continued)</p> <p>2 EXHIBIT DESCRIPTION PAGE</p> <p>3 Exhibit 8 Document entitled, 150</p> <p>4 "Monthly 1:1 Meeting,"</p> <p>5 Bates stamped</p> <p>6 SW-SEC00305126 through</p> <p>7 SW-SEC00305155</p> <p>8 Exhibit 9 Email from Kellie Pierce 186</p> <p>9 to Keith Kuchler, with</p> <p>10 attachments, Bates</p> <p>11 stamped SW-SEC00045356</p> <p>12 through SW-SEC00045357</p> <p>13 Exhibit 9A Email attachment 187</p> <p>14 Exhibit 10 Document entitled, "Q1 209</p> <p>15 2020 Quarterly Risk</p> <p>16 Review (QRR)," Bates</p> <p>17 stamped SW-SEC00001608</p> <p>18 through SW-SEC00001634</p> <p>19 Exhibit 11 Document entitled, "Q4 228</p> <p>20 2020 Quarterly Risk</p> <p>21 Review (QRR)," Bates</p> <p>22 stamped SW-SEC00001582</p> <p>23 through SW-SEC00001601</p> <p>24 Exhibit 12 String of emails Bates 230</p> <p>25 stamped SW-SEC00043080</p> <p>through SW-SEC00043084</p> <p>Exhibit 13 Document Bates stamped 248</p> <p>SW-SEC388330</p> <p>through SW-SEC388331</p> <p>Exhibit 13A Attachment to Exhibit 13 248</p> <p>Exhibit 14 String of emails Bates 263</p> <p>stamped SW-SEC00238141</p> <p>through SW-SEC00238142</p> <p>Exhibit 15 String of emails Bates 274</p> <p>stamped SW-SEC00000673</p> <p>through SW-SEC00000678</p> <p>6</p>	<p>1 AUGUST 27, 2024 9:06 A.M. PACIFIC TIME</p> <p>2 P R O C E E D I N G S</p> <p>3</p> <p>4 MORNING SESSION</p> <p>5 THE VIDEOGRAPHER: Good morning, ladies</p> <p>6 and gentlemen. This is the beginning of Videotape</p> <p>7 Number 1 in the deposition of Rani Johnson in the</p> <p>8 matter of SEC versus SolarWinds Corp., et al., Case</p> <p>9 Number 23-cv-9518.</p> <p>10 This deposition is being held at 140</p> <p>11 Scott Drive in Menlo Park, California. Today's date</p> <p>12 is August 27th, 2024, and the time is</p> <p>13 approximately 9:06 a.m.</p> <p>14 My name is Frank Quirarte. I'm your legal</p> <p>15 certified legal videographer today. I'm here with</p> <p>16 Gradillas Court Reporters located at 400 North Brand</p> <p>17 Boulevard, Suite 950, Glendale, California 91203.</p> <p>18 At this time, will all counsel and all</p> <p>19 present please identify yourselves for the record?</p> <p>20 MS. WARDEN: Kristen Warden and</p> <p>21 Christopher Bruckmann for the Securities and</p> <p>22 Exchange Commission.</p> <p>23 MR. TURNER: Serrin Turner,</p> <p>24 Latham & Watkins, for SolarWinds and Mr. Brown.</p> <p>25 MR. KATZ: Josh Katz, Latham & Watkins,</p> <p>8</p>

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<p>1 for SolarWinds and Mr. Brown. 2 MR. HESHEMI: Caz Heshemi. I'm here for 3 Rani Johnson. 4 THE VIDEOGRAPHER: Counsel on Zoom. 5 MR. KOCH: This is Alec Koch, 6 King & Spalding, representing Mr. Brown. 7 MS. STONE: Lory Stone for the Securities 8 and Exchange Commission. 9 THE VIDEOGRAPHER: Court reporter, will 10 you please swear in the witness. 11 RANI JOHNSON, 12 having been duly remotely sworn, 13 was examined and testified as follows: 14 EXAMINATION BY MS. WARDEN 15 BY MS. WARDEN: 16 Q. Good morning. Please state your name, and 17 spell your name for the record. 18 A. Rani Johnson, R-A-N-I, J-O-H-N-S-O-N. 19 Q. I'm just going to go over some preliminary 20 rules for today's deposition. 21 So have you ever been deposed before? 22 A. Yes, in this matter. 23 Q. So do you recall previously sitting for 24 investigative testimony in this matter as opposed to 25 a deposition?</p> <p style="text-align: center;">9</p>	<p>1 before? 2 A. I have looked at excerpts of it, but not 3 in whole. 4 Q. And when did you look at excerpts of your 5 February 2022 investigative testimony? 6 A. In the last few days. 7 Q. And did you do your best to tell the truth 8 during your February 10th, 2022 testimony? 9 A. I did the best to tell the truth. 10 Q. And did you notice anything in reviewing 11 the February 10th, 2022 transcript that you now 12 believe is incorrect? 13 A. I have not read the transcript in whole. 14 Q. Okay. But in the parts of the transcript 15 of the February 20, 2022 transcript that you read, 16 do you notice anything that you believe is now 17 incorrect? 18 MR. TURNER: Object to form. 19 THE WITNESS: I read very few pieces of 20 this document. 21 BY MS. WARDEN: 22 Q. And in the pieces that you reviewed, was 23 anything incorrect to you? 24 A. Nothing was incorrect, that I read. 25 Q. I'm going to hand you what I'm going to</p> <p style="text-align: center;">11</p>
<p>1 A. Wait. I don't legally understand the 2 difference in that question. 3 Q. Okay. Let -- let me show you what I'm 4 going to mark Johnson Exhibit 1. This is the 5 February 10th, 2022 investigative testimony of 6 Rani Johnson. 7 (Whereupon, Deposition Exhibit 1 8 was marked for identification.) 9 THE WITNESS: Testimony, not a deposition 10 then. 11 BY MS. WARDEN: 12 Q. Hold on one second. I just want to ... 13 Okay. So my question, Ms. Johnson, is, do 14 you recall ever being deposed before? 15 A. Again, I don't recognize the legal 16 difference in deposed and investigative testimony. 17 Q. Okay. So let's look at -- you're looking 18 at Johnson 1. 19 Do you recognize this? 20 A. I recognize this. 21 Q. Okay. And what is it? 22 A. This appears to be the transcript of my 23 testimony in February of 2022. 24 Q. Okay. And have you reviewed the 25 transcript of your February 10th, 2022 testimony</p> <p style="text-align: center;">10</p>	<p>1 mark Johnson Exhibit 2. 2 (Whereupon, Deposition Exhibit 2 3 was marked for identification.) 4 BY MS. WARDEN: 5 Q. Ms. Johnson, do you recognize this 6 exhibit? 7 A. I don't know the difference in the two 8 exhibits, but I recognize that I testified in two 9 occasions. 10 Q. Okay. Do you see a date on -- 11 A. Yes. 12 Q. -- Johnson Exhibit 2? 13 What is the date? 14 A. March 17th, 2022. 15 Q. Okay. And so do you recognize this 16 exhibit? 17 A. I recognize the date on the exhibit, but I 18 have not read the difference in -- 19 Q. Do you want to just flip through it and -- 20 the question is, do you recognize this exhibit? 21 MR. TURNER: Object to form. 22 She's explained she understands she 23 testified on this date, she trusts that this is the 24 transcript of that testimony. 25 //</p> <p style="text-align: center;">12</p>

<p>1 related to IT systems, did it identify any problems 2 with respect to SolarWinds' password policies? 3 MR. TURNER: Objection to form. Time 4 frame. 5 THE WITNESS: I -- I don't recall. There 6 were clear -- a practice setup for risk to be -- 7 when a risk is registered, there are clear 8 remediation steps that the technical asset owner 9 must take to either ensure there's a compensating 10 mitigating control or to ensure that there is a 11 clear time frame for which that risk would be 12 mitigated. 13 The owner of the asset would get the -- 14 what they call a treatment ticket or the action 15 required to remediate that risk within a clear time 16 period. The action owner would be the person that 17 would be notified of that work. On a regular basis, 18 the security team would be reviewing risks that were 19 logged in the risk register to ensure that the risks 20 were remediated in a timely period. 21 If risks were specific to assets earned by 22 IT, my leadership and me would have the visibility 23 into those risks being remediated, but the risks 24 were generally directed at the person or the leader 25 that had the ability to technically remediate that</p> <p style="text-align: center;">89</p>	<p>1 mitigating control that reduces the risks. And so 2 there is a period of time for which the technical 3 asset owner has to remediate that risk. That period 4 of time is logged in the risk acceptance form and 5 that risk acceptance form outlines the period for 6 which that risk acceptance expires. 7 Q. Were you aware of any instances in which a 8 SolarWinds product had a default password of, quote, 9 password? 10 A. My responsibility as CIO was for IT 11 systems, not for products. 12 Q. So you were not aware of that? 13 A. Can you restate your question? 14 Q. Were you aware of any instances in which a 15 SolarWinds product had a default password of, quote, 16 password? 17 A. Not during my tenure, I was not aware of 18 it. 19 Q. Were you aware that multiple critical 20 systems did not comply with the password policy? 21 MR. TURNER: Objection to form. 22 THE WITNESS: You -- restate the question. 23 Critical systems, are -- critical IT systems? 24 MS. WARDEN: Strike the question. 25 //</p> <p style="text-align: center;">91</p>
<p>1 system. 2 Specific to your question, I do not 3 recall, because that was a regular practice, what 4 risks may have been raised during my tenure, as it 5 was seven to four years ago. 6 Q. You mentioned you had some visibility, 7 though, into the risk remediated? 8 A. The risks that were raised for IT managed 9 systems. 10 Q. Okay. What's an example of one of those 11 risks? 12 A. I cannot recall a risk from that long ago. 13 Q. Do you recall any of the risks relating to 14 password policy? 15 MR. TURNER: Objection. Asked and 16 answered. 17 THE WITNESS: I do not -- I do not recall 18 risks to IT systems related to passwords, as it was 19 many years ago. If presented information, I can 20 speak to that. 21 BY MS. WARDEN: 22 Q. How does this risk register, as it relates 23 to IT guidelines, relate to risk acceptance form? 24 A. The risk register, a risk acceptance form, 25 is when there is not a clear compensating or</p> <p style="text-align: center;">90</p>	<p>1 BY MS. WARDEN: 2 Q. Ms. Johnson, I'm handing you what I've 3 marked Johnson 5. Take your time in looking at it. 4 MS. WARDEN: Sorry. For the record, we 5 took back that one we marked Johnson 5, and we're 6 marking this document Johnson 5, which is Bates 7 number SW-SEC00259614 through -9618. 8 (Whereupon, Deposition Exhibit 5 9 was marked for identification.) 10 BY MS. WARDEN: 11 Q. Take your time looking at it. 12 Ms. Johnson, do you recognize this 13 document? 14 A. I do. 15 Q. And what is it? 16 A. It appears to be a summary of the work 17 that my team participated in in service of, 18 probably, my performance review. 19 Q. Is this a draft self-assessment that you 20 created? 21 A. You probably could tell me better because 22 I tend to label my documents. 23 Q. Yeah. 24 So I'll represent to you that the metadata 25 shows this document is dated January 10, 2018 and</p> <p style="text-align: center;">92</p>

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<p>1 that you were the custodian.</p> <p>2 A. Does it have a title?</p> <p>3 Q. Yeah. The title was the -- the file path</p> <p>4 was Johnson, Rani\Johnson Rani,</p> <p>5 Rani_johnson_solarwinds_com\documents, documents/all</p> <p>6 activities and milestones against 2H2017 work goal</p> <p>7 one.DOCX.</p> <p>8 Does that help --</p> <p>9 A. Yes.</p> <p>10 Q. -- refresh your recollection?</p> <p>11 A. Mm-hmm.</p> <p>12 Q. Was this a draft performance</p> <p>13 self-assessment?</p> <p>14 A. These are -- appear to be the activities</p> <p>15 that I outlined that the -- actually, it wasn't the</p> <p>16 view IT at the time -- that the IT team was intended</p> <p>17 to undertake in our performance against those</p> <p>18 objectives.</p> <p>19 Q. Well, first, do you recall drafting this</p> <p>20 document, Exhibit Johnson 5?</p> <p>21 A. I do not directly recall, but I recognize</p> <p>22 this artifact.</p> <p>23 Q. Okay. And what was the purpose of</p> <p>24 Johnson 5?</p> <p>25 A. To summarize the work accomplished in the</p> <p style="text-align: center;">93</p>	<p>1 A. Some documents are -- I'm going to use the</p> <p>2 word a "record," a record that I -- you would use</p> <p>3 to -- it's finalized and is a complete statement.</p> <p>4 This is a component of a conversation.</p> <p>5 Q. And do you recall providing this to</p> <p>6 Joe Kim?</p> <p>7 A. I recognize the document, but I do not</p> <p>8 recall the nature of my conversation in 2017.</p> <p>9 Q. Okay. Do you know what Joe Kim did with</p> <p>10 the self-assessments that you provided him?</p> <p>11 MR. TURNER: She already said it wasn't</p> <p>12 provided, that it was just used during conversation.</p> <p>13 THE WITNESS: I wouldn't expect -- I</p> <p>14 produced a lot of material. I don't expect the</p> <p>15 leaders kept or used them outside of my review</p> <p>16 conversations.</p> <p>17 BY MS. WARDEN:</p> <p>18 Q. In the time you were at SolarWinds, you</p> <p>19 don't recall, like, submitting a self-assessment to</p> <p>20 Joe Kim?</p> <p>21 A. That was done in a HR system of record and</p> <p>22 not through with this.</p> <p>23 Q. Okay. Do you recall whether you submitted</p> <p>24 Exhibit 5 into an HR system of record?</p> <p>25 A. I -- I don't recall, but chances are no</p> <p style="text-align: center;">95</p>
<p>1 second half of 2017, it appears.</p> <p>2 Q. And why would you need to summarize the</p> <p>3 work accomplished in the second half of 2017?</p> <p>4 What was the end goal?</p> <p>5 A. To the best of my recollection, this is an</p> <p>6 artifact showing Joe Kim the work against our plan.</p> <p>7 Q. Okay. So -- and -- and why would you need</p> <p>8 to tell Joe Kim summarizing the work that you've</p> <p>9 done?</p> <p>10 A. Because Joe Kim was my boss.</p> <p>11 Q. Okay. So is it fair to say this is, like,</p> <p>12 a summary -- your summary of your work</p> <p>13 accomplishments in the preceding six months?</p> <p>14 A. It's not a summary of all work</p> <p>15 accomplishments; it's the work against the stated</p> <p>16 goals at the beginning of the year. So it's not</p> <p>17 comprehensive.</p> <p>18 Q. Do you recall whether this was ever</p> <p>19 finalized?</p> <p>20 A. This is an artifact, it is not a</p> <p>21 requirement. This is not a thing that becomes</p> <p>22 finalized. It was a document to have a conversation</p> <p>23 with my boss.</p> <p>24 Q. Okay. And when you refer to the word</p> <p>25 "artifact," what do -- what do you mean?</p> <p style="text-align: center;">94</p>	<p>1 system of record would take five pages of my</p> <p>2 accomplishments.</p> <p>3 Q. Right.</p> <p>4 Let's look at page 4 of the document.</p> <p>5 It's Bates SW-SEC00259617.</p> <p>6 If you look at the bottom of the page, it</p> <p>7 starts with -- do you see where it says,</p> <p>8 "Development Goal 1"?</p> <p>9 A. Yes.</p> <p>10 Q. Okay. So it says (as read):</p> <p>11 Development Goal 1, outline</p> <p>12 DOIT plan to shore up deficiencies</p> <p>13 that may affect IPO</p> <p>14 valuation/readiness.</p> <p>15 Do you see that?</p> <p>16 A. Yes.</p> <p>17 Q. Okay. Who came up with this developmental</p> <p>18 goal?</p> <p>19 A. It's a developmental goal, so I -- I would</p> <p>20 assume I did.</p> <p>21 Q. So it's your developmental goal?</p> <p>22 A. Yes.</p> <p>23 Q. And what does DOIT stand for?</p> <p>24 A. That's development operations and</p> <p>25 information technology.</p> <p style="text-align: center;">96</p>

<p>1 THE WITNESS: That what may affect 2 SolarWinds' stock price? 3 BY MS. WARDEN: 4 Q. A shortcoming, the identified 5 shortcomings. 6 You say (as read): 7 Identify the following 8 shortcomings that may affect IPO 9 valuation. 10 A. SolarWinds was not public, it did not have 11 a stock price. 12 Q. But it would affect a future SolarWinds' 13 stock price? 14 MR. TURNER: Objection to form and 15 foundation. 16 THE WITNESS: The intention of this 17 document was to prepare. That's partially why it 18 says backslash readiness. It was to prepare 19 SolarWinds such that some specific operational 20 components were in place to reduce the overall cost 21 of operations to make sure that it was efficient and 22 to ensure that the controls would be in place for 23 SOX readiness, period. 24 BY MS. WARDEN: 25 Q. Would cyber security problems affect the</p> <p style="text-align: center;">109</p>	<p>1 A. I -- I don't recall. I don't recall. 2 Q. Okay. 3 A. That's -- 4 Q. And then the last line says (as read): 5 Work is underway to bolster by 6 2019. 7 Do you see that? 8 A. Yes. 9 Q. What does that mean? 10 A. That means that we would like to initiate 11 some -- these collection of projects to do this work 12 by 2019. 13 Q. At least a year away from when you drafted 14 this, correct? 15 A. This statement is -- appears to be 16 contradicting itself. Work is underway means that 17 there's some component of this that is happening and 18 that that work would be ready by 2019. I'm 19 presuming I thought we would IPO by 2019, and that's 20 why it's here. I think the company IPO'd in 2018. 21 Q. Mm-hmm. But is it fair to say that your 22 identified shortcomings that you reference in 23 document ending in -9618, that they were not planned 24 to be fixed until 2019? 25 A. No. This is me presuming that the company</p> <p style="text-align: center;">111</p>
<p>1 IPO valuation? 2 MR. TURNER: Objection to form and 3 foundation. 4 THE WITNESS: Are you asking me in general 5 in the world or -- it wasn't public -- 6 BY MS. WARDEN: 7 Q. In this January 2018 self-assessment, you 8 identified certain shortcomings that may affect IPO 9 valuation or readiness. So how can -- 10 MR. TURNER: Is there a question? 11 BY MS. WARDEN: 12 Q. How can cyber security problems affect IPO 13 valuation? 14 MR. TURNER: She's already explained that 15 at least five times. Asked and answered. 16 THE WITNESS: The intention when I wrote 17 this statement was to note a set of initiatives that 18 our team wanted to lead that we thought would have a 19 positive impact on our readiness for IPO and would 20 reduce the cost of our operations. 21 BY MS. WARDEN: 22 Q. Did you have any conversations with anyone 23 at SolarWinds regarding how cyber security problems 24 could affect the value -- could affect IPO 25 valuation?</p> <p style="text-align: center;">110</p>	<p>1 wouldn't IPO until 2019. This is literally me 2 giving bullet points to my boss to have a 3 performance review conversation around the work that 4 we would like to lead or we are initiating or we 5 have kicked off. 6 Q. But you picked the date 2019 because you 7 thought that's when the company would go public? 8 A. That's when I thought the company would go 9 public. I had -- not that the work wouldn't be 10 ready before then, but that's when I assumed the 11 company would go public. 12 MS. WARDEN: Okay. We can take a break. 13 THE VIDEOGRAPHER: Off the record. Time 14 is 11:38 a.m. 15 (Whereupon, a lunch recess was taken 16 from 11:38 a.m. to 12:33 p.m.) 17 AFTERNOON SESSION 18 THE VIDEOGRAPHER: We're back on the 19 record. Time is 12:33 p.m. 20 BY MS. WARDEN: 21 Q. Ms. Johnson, I'm handing you what I'm 22 marking Johnson 6. 23 (Whereupon, Deposition Exhibit 6 24 was marked for identification.) 25 //</p> <p style="text-align: center;">112</p>

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<p>1 BY MS. WARDEN: 2 Q. Take your time looking at it. 3 MS. WARDEN: Sorry. For the record, this 4 is Bates ending in -2323 through -2334. 5 THE WITNESS: Can you advise what I'm 6 looking at? 7 BY MS. WARDEN: 8 Q. I can represent that the metadata shows 9 that this file is dated June 20th, 2018, and you 10 were the custodian. 11 Do you want me to read you the file path? 12 A. Yeah. Please. 13 Q. Okay. 14 MR. TURNER: Do you want to explain what 15 custodian means? She may not be aware of that. 16 BY MS. WARDEN: 17 Q. When it was produced to us, when you look 18 at the source, the custodian says it was pulled from 19 your -- from you. 20 MR. BRUCKMANN: Files. 21 THE WITNESS: From my files. 22 MS. WARDEN: I'll read you the file path 23 for the record. Johnson, Rani, access, Johnson 24 Rani, 25 Rani_johnson_solarwinds_com\documents\documents\</p> <p style="text-align: center;">113</p>	<p>1 Joe Kim's performance review of me. 2 Q. Okay. Yeah, we're on page ending in -33? 3 A. Starting from the front ending in page -23 4 and -24, it looks like this is the summary of the 5 objectives for a fiscal year. I can't -- I'm not 6 sure what year that was. And it looks -- appears to 7 be working drafts of responses to the items set out 8 in the fiscal year. So this appears to be a 9 work-in-progress aggregation of multiple documents. 10 Q. Okay. Let's take it from the first page. 11 So the Bates ending in -23. 12 Do you see under 3, and then under that 13 3.3, do you see continue to improve security 14 pasture, e.g. SDL, product scorecards, et cetera, 15 and attachment of industry regulations, e.g., GDPR, 16 NIST -- 17 A. Yes. 18 Q. -- et cetera. 19 Do you see that? 20 Okay. So, again, this came 21 from -- from -- you were the custodian, and it was 22 dated June 20th, 2018. 23 So do you recall writing this? 24 A. I did not write this. 25 Q. Okay.</p> <p style="text-align: center;">115</p>
<p>1 leveragescale.docx. 2 BY MS. WARDEN: 3 Q. And one of the things SolarWinds also 4 admitted that this document, that you wrote this 5 document in June 2018, so ... 6 MR. BRUCKMANN: I don't have it in front 7 of me, but I'll take your word for it. 8 THE WITNESS: Partially why I ask is that 9 there -- this appears to be more than one document. 10 It's got attachments in each document. And 11 different fonts. I hate different fonts, so I 12 usually write documents with one font. I was just 13 trying to understand what the name of this document 14 was and what its purpose was, but I recognize 15 elements of it. 16 BY MS. WARDEN: 17 Q. Okay. What do you recognize it to be? 18 A. It -- it appears to be an aggregation of 19 work products at different points in time. 20 Q. Your work products? 21 A. No. A summary of work products, not all 22 mine. 23 Q. Some of them. 24 Which one looks like your work product? 25 A. So starting from the back, this is</p> <p style="text-align: center;">114</p>	<p>1 A. On page -- 2 Q. Do you know who did? 3 A. I -- I do not know for certain. This 4 appears to be the set of objectives for the CTO 5 organization, including the relevant components for 6 the DOIT organization. 7 Q. Okay. Do you recall whether this document 8 was provided to Joe Kim? 9 A. I recognize this document as an artifact 10 used by the CTO organization. I am not the author 11 of the first one -- the pages leveraging scale 1 12 through 4. This appears just to be the goals of the 13 organization, the CTO organization, including DOIT. 14 THE COURT: For the court reporter, it's 15 D-O-I-T. 16 BY MS. WARDEN: 17 Q. Ms. Johnson, if you can turn to Bates 18 ending in -2325. 19 Does the -- does the writing on this page 20 look like something that you would have written? 21 A. To clarify, I'm responding to the writing 22 on items 1 through 4.2, which were not from me. The 23 updates in line in this document appear to be 24 responses to the objectives. 25 Q. Okay. So the -- the language in Bates</p> <p style="text-align: center;">116</p>

<p>1 A. It was to a broader -- the CTO 2 organization. 3 Q. You and others? 4 A. Me and others. 5 Q. Okay. What is your understanding of what 6 the reference to product scorecards is? 7 A. I don't believe this was targeted at me. 8 I don't have a recollection of what that meant, or 9 IT. 10 Q. What is your understanding of security 11 posture? 12 A. Joe's words articulate this better than I 13 can presume. 14 Q. All right. Let's look at the page Bates 15 ending in -26 where you -- you recognize that, and 16 you were the author of this table, right? 17 A. No. I was not the author of the table. 18 Q. Who was the author of the table? 19 A. It was coauthored. There were objectives 20 laid out and tactics proposed. This is a work in 21 progress of tactics proposed and the owner of that 22 tactic is probably named to the right. 23 Q. Okay. So the leftmost column, to use your 24 language, does that represent a tactic proposed? 25 A. That's a tactic proposed, yes.</p> <p style="text-align: center;">121</p>	<p>1 Q. Do you recognize this portion of Exhibit 6 2 Bates ending in -30, as your writing? 3 A. I don't necessarily recognize it as my 4 writing, but I recognize that it is an in-progress 5 artifact that appears to take next steps from the 6 Exhibit Johnson 5. 7 Q. Okay. And who was the audience for this 8 artifact, as you call it? 9 A. There was no audience. This is a 10 work-in-progress document that is a copy/paste 11 from -- that has lost its formatting. This is not 12 a -- this is some reference words. 13 Q. Okay. At the bottom of this page ending 14 in -30, second to last sentence, do you see it says 15 (as read): 16 Participated in the 17 development of SDL? 18 A. I see it. 19 Q. And it's under -- if you look at the prior 20 page, it's under work goal achievements summary. 21 So at the time, this is June 2018, what 22 was your understanding about the development of SDL? 23 A. This document is a copy/paste mush of lots 24 of artifacts from lots of people. I don't recog- -- 25 this is not meant to be the final summary of</p> <p style="text-align: center;">123</p>
<p>1 Q. Okay. And you're -- you're listed in 2 every line item in the column to the right, and why 3 is that? 4 A. This table may have had 200 tactics in it. 5 This filtered view shows only the tactics for which 6 I had organizational responsibility. And the 7 leaders in my team would have had -- been the owner 8 of the tactic. This is a filtered view to show what 9 the DOIT organization or DOIT organization was 10 leading. 11 Q. Does the column to the right represent the 12 person who was responsible for executing the action 13 item on the left? 14 A. No. 15 Q. No. 16 A. Tim was within my organization, as his 17 direct -- his -- his people leader, my name would be 18 part of how Joe was rolling up the summary of the 19 tactics. If you can see the entire table, you could 20 see more than likely this line item was assigned to 21 him. 22 Q. Okay. Let's look at page Bates ending 23 in -2330. And it might help to orient you to look 24 at the prior page ending in -29. 25 A. Okay.</p> <p style="text-align: center;">122</p>	<p>1 anything. This appears to be components of multiple 2 documents. 3 Q. Okay. 4 A. Multiple -- performance review documents. 5 Q. Let's look at the page ending in -2332. 6 The second to last paragraph, I'll let you get 7 there. I'm sorry. 8 Are you there? 9 A. Yeah. 10 Q. It says (as read): 11 Development Goal 1. 12 And then it says (as read): 13 Outline DOIT plan to shore up 14 deficiencies that may affect IPO 15 valuation readiness, identify the 16 following shortcomings that may 17 affect IPO valuation readiness. 18 Do you recognize that language? 19 A. I recognize that as a summary of Exhibit 5 20 in literally a copy/paste no formatting. So that is 21 a portion of another document. 22 Q. Okay. It's the same language that was in 23 Exhibit 5? 24 A. Yes. 25 Q. Okay. And what does -- again, this is six</p> <p style="text-align: center;">124</p>

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<p>1 months after you -- you prepared Exhibit 5, right?</p> <p>2 A. Right.</p> <p>3 Q. We're in June 2018?</p> <p>4 A. At the time that this was time stamped it</p> <p>5 appears, yes.</p> <p>6 Q. Okay. And, again, it says (as read):</p> <p>7 The plan to shore up</p> <p>8 deficiencies that may affect IPO</p> <p>9 valuation/readiness.</p> <p>10 What does that mean?</p> <p>11 MR. TURNER: Object to form.</p> <p>12 THE WITNESS: That is a copy of the prior</p> <p>13 document. It is not a statement of a current</p> <p>14 status. It literally is an unformatted copy of that</p> <p>15 same document smashed into the back of this document</p> <p>16 to aggregate the status of the -- this is a --</p> <p>17 literally an in-progress document to create a -- to</p> <p>18 create a status. The status is not finished.</p> <p>19 BY MS. WARDEN:</p> <p>20 Q. Okay.</p> <p>21 A. These are --</p> <p>22 Q. This was -- this statement was included in</p> <p>23 a document where the metadata shows it's</p> <p>24 June 28th, 2018.</p> <p>25 A. SharePoint, if I was to smash documents</p> <p style="text-align: center;">125</p>	<p>1 Q. So is the statement not accurate?</p> <p>2 A. It's a -- if I'm referring to an article</p> <p>3 not to provide this artifact -- the intention of</p> <p>4 this artifact, I think, is being misunderstood.</p> <p>5 Q. I'm just asking whether the statement,</p> <p>6 "outlined DOIT plan to shore up deficiencies that</p> <p>7 may affect IPO valuations," it listed two things</p> <p>8 that were listed in Exhibit 5, six months prior,</p> <p>9 identity and access management, and then security</p> <p>10 standards.</p> <p>11 Do you see that?</p> <p>12 MR. TURNER: The witness has already</p> <p>13 testified that this was not intended as a statement</p> <p>14 of the current status as of the time of this</p> <p>15 document.</p> <p>16 So was this a reliable statement of the</p> <p>17 situation at the time?</p> <p>18 THE WITNESS: This is not a reliable</p> <p>19 statement. This is a collection of notes. This was</p> <p>20 not meant to go to anyone. This is a working</p> <p>21 document that probably was finalized somewhere else,</p> <p>22 but this is not it.</p> <p>23 BY MS. WARDEN:</p> <p>24 Q. But did you contribute to this working</p> <p>25 document?</p> <p style="text-align: center;">127</p>
<p>1 together, and this appears what this is, this was a</p> <p>2 component of an aggregated document at a point in</p> <p>3 time. This is not a final document. This is not</p> <p>4 how I would represent the status of my work to</p> <p>5 anyone. This is a work-in-progress document. This</p> <p>6 takes pieces of other documents that is not saying</p> <p>7 that the status at the time equals what is on this</p> <p>8 page. It is the data being compiled from multiple</p> <p>9 sources to create a -- not a final work product.</p> <p>10 Q. Okay. This document identifies -- then</p> <p>11 after, it says, "The following shortcomings," we see</p> <p>12 identity and access management.</p> <p>13 Do you see that?</p> <p>14 A. It is identical to the words that were in</p> <p>15 the prior one because it is a copy of that, those</p> <p>16 answers at the back of this document as a reference.</p> <p>17 It was not a final artifact.</p> <p>18 Q. But my question is, it's included in a</p> <p>19 document from June 2018.</p> <p>20 So are you saying that these statements</p> <p>21 are not accurate as of June 2018?</p> <p>22 A. I'm saying these statements are identical</p> <p>23 to the words that were in a prior document. They</p> <p>24 have not been updated. It is a source to answer the</p> <p>25 status six months later.</p> <p style="text-align: center;">126</p>	<p>1 A. The data that you're pulling from is the</p> <p>2 identical set of words that is a resource being used</p> <p>3 to create something. It's as if you were pointing</p> <p>4 to a magazine article. The magazine article is not</p> <p>5 updated; it's just pointing to something that was</p> <p>6 used as a reference. It is not an updated</p> <p>7 reference, it is not an updated status. It is</p> <p>8 merely leveraging old content to answer something</p> <p>9 that has not been completed yet.</p> <p>10 Q. Okay. So I see work is underway to</p> <p>11 bolster by 2019.</p> <p>12 We saw that in Exhibit 5, correct?</p> <p>13 A. Because it's the exact same words as it</p> <p>14 was Exhibit 5.</p> <p>15 Q. And what does that mean?</p> <p>16 MR. TURNER: Objection. Form. Asked and</p> <p>17 answered.</p> <p>18 THE WITNESS: There are artifacts that I</p> <p>19 created that had -- that produced the status</p> <p>20 incomplete. This is an incomplete and unreliable</p> <p>21 document to reference.</p> <p>22 BY MS. WARDEN:</p> <p>23 Q. All right.</p> <p>24 MS. WARDEN: Okay. I'm handing you what</p> <p>25 I've marked Johnson 7.</p> <p style="text-align: center;">128</p>

<p>1 approved.</p> <p>2 So the reaction was let us -- we have made</p> <p>3 a strong business case, let us request the money.</p> <p>4 The money was granted, and the objectives then were</p> <p>5 meant to be actioned.</p> <p>6 BY MS. WARDEN:</p> <p>7 Q. Do you know whether anyone at SolarWinds</p> <p>8 above you was aware of this statement, the current</p> <p>9 state of security leaves us in a very vulnerable</p> <p>10 state for our critical assets?</p> <p>11 MR. TURNER: Objection to form.</p> <p>12 THE WITNESS: That statement is imprecise</p> <p>13 and not accurately reflecting -- it is a business</p> <p>14 case justification, like, of a problem statement.</p> <p>15 BY MS. WARDEN:</p> <p>16 Q. Do you recall asking Mr. Brown to revise</p> <p>17 this statement in Bates ending in -61?</p> <p>18 A. The intention of this document, and there</p> <p>19 were -- this -- this business case format was used</p> <p>20 for other requests for investments, was not a</p> <p>21 precise statement. It was a justification for</p> <p>22 investments. No one was asking to qualify what</p> <p>23 those words meant. The request was made to invest,</p> <p>24 the investment request was granted.</p> <p>25 Q. So you didn't ask Mr. Brown to delete this</p> <p style="text-align: center;">141</p>	<p>1 this -- this sentence in Bates ending in -61, did</p> <p>2 you discuss it with anyone else at SolarWinds?</p> <p>3 A. Tim Brown was having a meeting with his</p> <p>4 boss in which he brought materials to have a</p> <p>5 conversation around an investment request that we</p> <p>6 advanced. Tim -- there was no need to have another</p> <p>7 conversation around Tim's document.</p> <p>8 Q. Are you saying that you were -- you got</p> <p>9 the investment after the date of this document,</p> <p>10 which was October 28th, 2018?</p> <p>11 A. I'm saying in 2017, as part of the GDPR</p> <p>12 Compliance Point, GDPR review, a set of actions were</p> <p>13 proposed to all of the different business</p> <p>14 departments and functions. The teams then sized and</p> <p>15 estimated what do they need to take those actions</p> <p>16 on. Part of that was to outline what Tim wanted in</p> <p>17 2017, which appears on the document ending in</p> <p>18 page -59. The whole of those requests for funding,</p> <p>19 support or investment were made to leadership, and</p> <p>20 the entire set of requests were funded by leadership</p> <p>21 to prepare for GDPR.</p> <p>22 Q. Okay. After you saw this PowerPoint</p> <p>23 saying, "The current state of security leaves us in</p> <p>24 a very vulnerable state for critical assets," do you</p> <p>25 recall whether there were any next steps taken in</p> <p style="text-align: center;">143</p>
<p>1 statement from the slide deck?</p> <p>2 A. The statements he was making in a slide</p> <p>3 deck to his boss and to make a business</p> <p>4 justification weren't a statement of status or</p> <p>5 qualified in any way. It was merely meant to make a</p> <p>6 business justification. So I did not ask Tim Brown</p> <p>7 to delete words that he was saying to me.</p> <p>8 Q. But you don't believe that statement is</p> <p>9 accurate?</p> <p>10 A. It is not accurate.</p> <p>11 Q. And did you have a conversation with</p> <p>12 Mr. Brown about how you thought that that statement</p> <p>13 was not accurate?</p> <p>14 A. I didn't have a conversation with</p> <p>15 Mr. Brown about how I thought this statement was not</p> <p>16 accurate.</p> <p>17 Q. And do you know what he meant by the</p> <p>18 yellow -- this is a yellow --</p> <p>19 MR. BRUCKMANN: Objection. Asked and</p> <p>20 answered.</p> <p>21 THE WITNESS: I do not know what Tim meant</p> <p>22 by a red yellow green color coding system. It was</p> <p>23 not consistent with how we represented status.</p> <p>24 BY MS. WARDEN:</p> <p>25 Q. And did you discuss with anyone else</p> <p style="text-align: center;">142</p>	<p>1 light of that statement?</p> <p>2 A. All of these initiatives were rolled up</p> <p>3 into projects. Those projects were reported on</p> <p>4 monthly in the DOIT monthly portfolio. This is why</p> <p>5 I do not accept this is a status report because</p> <p>6 there was an actual formal and finalized status</p> <p>7 report of the work being done to create a proactive</p> <p>8 security model. That was reported on monthly</p> <p>9 throughout my tenure. This is not that artifact.</p> <p>10 Q. After you received this -- this</p> <p>11 PowerPoint, did you consider whether the statements</p> <p>12 in the security statement were still true?</p> <p>13 A. No. What -- the words here are not</p> <p>14 precise. I knew them to be not precise at that</p> <p>15 time. It did not cause me to question whether or</p> <p>16 not the security statement was true.</p> <p>17 Q. Okay. You didn't consider revising the</p> <p>18 security statement at all?</p> <p>19 A. I had no responsibility for the creation</p> <p>20 or the revisions to the security statement, and no,</p> <p>21 when I read this intentionally imprecise business</p> <p>22 justification, it did not cause me to wish to revise</p> <p>23 a security statement for which I didn't have</p> <p>24 responsibility.</p> <p>25 Q. And who had responsibility for revisions</p> <p style="text-align: center;">144</p>

<p>1 And under that, it says (as read):</p> <p>2 Executive asks.</p> <p>3 What was executive ask?</p> <p>4 A. On the subsequent page 40, in bright red</p> <p>5 where it says "EA," those were the executive asks.</p> <p>6 Q. Just broadly, the term "executive ask" --</p> <p>7 A. It wasn't broadly.</p> <p>8 Q. -- what did that mean?</p> <p>9 A. It was in this particular presentation,</p> <p>10 there were some asks of the executives, we wanted to</p> <p>11 draw their attention to it so we put a red circle</p> <p>12 that says "EA" on it so it was very clear. The ask</p> <p>13 being made of the representatives was around the</p> <p>14 payment services directive and SoC 2 organizational</p> <p>15 controls.</p> <p>16 Q. Okay. And who was included in executive,</p> <p>17 under executive ask?</p> <p>18 A. It is not that broad. It is specific to</p> <p>19 this specific presentation. On the PSD2, it says</p> <p>20 delays in mitigation plans in progress, chances are</p> <p>21 there's a mitigation -- some link to mitigation</p> <p>22 somewhere in the back of this. In fact, yep, on</p> <p>23 page ending -42, executive asks summarized, it says</p> <p>24 (as read):</p> <p>25 Risk and mitigation plan</p> <p>157</p>	<p>1 status.</p> <p>2 Q. Okay. If you can turn to Bates ending</p> <p>3 in -45, please.</p> <p>4 Do you see the slide SolarWinds security</p> <p>5 program at the top?</p> <p>6 A. Yes.</p> <p>7 Q. Okay. And then right below it, it says</p> <p>8 (as read):</p> <p>9 Security controls based on</p> <p>10 NIST controls.</p> <p>11 Do you see that?</p> <p>12 A. Yes.</p> <p>13 Q. What does security controls based on NIST</p> <p>14 controls mean?</p> <p>15 A. It's security controls based on the NIST</p> <p>16 framework, but it is the five categories of NIST</p> <p>17 that I described earlier, identify, protect, detect,</p> <p>18 respond, and recover, for which we created a</p> <p>19 framework for the conversations with our leadership</p> <p>20 and identification of key areas of focus.</p> <p>21 Q. So were the security controls based upon</p> <p>22 the NIST 800-53?</p> <p>23 A. The security controls leveraged that</p> <p>24 framework for the basis of identifying areas of</p> <p>25 focus and to standardize on a common language and</p> <p>159</p>
<p>1 awareness.</p> <p>2 We wanted them to be aware of how we were</p> <p>3 doing mitigation among SoC 2. It was human</p> <p>4 resources, we needed a contact to assist with</p> <p>5 HR-related controls.</p> <p>6 Q. Okay. Let's turn to Bates ending in -42.</p> <p>7 A. Mm-hmm.</p> <p>8 Q. At the top, it says (as read):</p> <p>9 Executive asks, items</p> <p>10 requiring your attention awareness.</p> <p>11 So, again, is it fair to say the items on</p> <p>12 this executive asks is something that you wanted the</p> <p>13 SolarWinds' executive's attention for?</p> <p>14 A. It was directed, but yes.</p> <p>15 Q. What do you mean, "It was directed"?</p> <p>16 A. So the executive ask on PSD2 was payment</p> <p>17 services directive. A new European Union services</p> <p>18 requirement. The ask would have been to make sure</p> <p>19 that Bart Kalsu was aware of how we were planning on</p> <p>20 dealing with that payment services directive. As I</p> <p>21 mentioned before, we presented those from the</p> <p>22 project slides. There's a project slide on the</p> <p>23 payment services directive and what is happening and</p> <p>24 what's not. The action required is listed on the</p> <p>25 end of -41 in the standard format that we present</p> <p>158</p>	<p>1 framework to talk about security.</p> <p>2 Q. All right. And then turn to Bates ending</p> <p>3 in -47, please.</p> <p>4 Do you see at the top, it says -- I think</p> <p>5 it's a typo.</p> <p>6 A. It is.</p> <p>7 Q. I think it should be "identify."</p> <p>8 A. Yes.</p> <p>9 Q. Okay. And then it has security category</p> <p>10 on the left, and then the second below security</p> <p>11 category, it says:</p> <p>12 Secure software development</p> <p>13 lifecycle (SSDL).</p> <p>14 Do you see that?</p> <p>15 A. I do.</p> <p>16 Q. All right. What is -- the next column</p> <p>17 over says "objective." And then next to the SSDL,</p> <p>18 it says (as read):</p> <p>19 Employees are aware of and</p> <p>20 utilize a security software</p> <p>21 development lifecycle in their</p> <p>22 day-to-day activities.</p> <p>23 Do you see that?</p> <p>24 A. I do.</p> <p>25 Q. So what is -- what is secure software</p> <p>160</p>

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<p>1 development lifecycle?</p> <p>2 A. I think we talked about it earlier. It's</p> <p>3 the -- the way that employees who develop software</p> <p>4 utilize the practices of the SDL.</p> <p>5 Q. And this security category was assessed a</p> <p>6 NIST maturity level, you'll see in the column to the</p> <p>7 right.</p> <p>8 Do you see that?</p> <p>9 A. I do.</p> <p>10 Q. And that NIST maturity level, is that</p> <p>11 based off of NIST 800-53?</p> <p>12 A. No. This is a NIST framework where,</p> <p>13 frankly, some of us security leaders designed or</p> <p>14 summarized leveraging the NIST framework a set of</p> <p>15 descriptions that -- on how to assess. So this does</p> <p>16 not -- this is not precise. This is a summary for</p> <p>17 us to assess our general maturity against -- it's a</p> <p>18 maturity framework.</p> <p>19 Q. Against the NIST cyber security framework</p> <p>20 generally?</p> <p>21 A. It's against the outlined objectives and</p> <p>22 then leveraging a set of descriptions that were</p> <p>23 outlined in summary here, but were in more detail in</p> <p>24 other documentation to create a baseline for the</p> <p>25 state of security maturity.</p> <p style="text-align: center;">161</p>	<p>1 Q. And in the document ending in -48, the</p> <p>2 next one. This one.</p> <p>3 Ms. Johnson, you mentioned, when I asked</p> <p>4 you about the NIST maturity levels, you said that it</p> <p>5 was just math, right?</p> <p>6 A. Mm-hmm.</p> <p>7 Q. What do you mean by that?</p> <p>8 A. In 2017, the baseline was the Compliance</p> <p>9 Point security assessments. And so the -- their</p> <p>10 assessment framework was leveraged to come up with</p> <p>11 the initial maturity score. We then did a mapping</p> <p>12 of maturity score, there was multiple different</p> <p>13 score -- scoring systems around the company. So we</p> <p>14 decided to centralize on one so we can baseline and</p> <p>15 measure maturity and measure maturity in what we</p> <p>16 called the security category areas.</p> <p>17 If you looked at versions of this document</p> <p>18 over the course of years, you would note that even</p> <p>19 in the -- let's say the category identify, the</p> <p>20 subcategories might change over time, because that</p> <p>21 might be a different focus area over time. But each</p> <p>22 of the subcategories, the business departments that</p> <p>23 were -- the technical owners of each major asset</p> <p>24 were being asked to go through a self-assessment.</p> <p>25 That self-assessment would score the -- their</p> <p style="text-align: center;">163</p>
<p>1 Q. Okay. Do you know who created the NIST</p> <p>2 maturity level ratings?</p> <p>3 MR. TURNER: Objection to form.</p> <p>4 THE WITNESS: There were multiple leaders</p> <p>5 involved in -- in this. The final summary that</p> <p>6 you're seeing here would have likely -- well, the</p> <p>7 final summary you see here, I've had involvement in.</p> <p>8 BY MS. WARDEN:</p> <p>9 Q. You had involvement in?</p> <p>10 A. I had involvement in summarizing.</p> <p>11 Q. Did you put in the NIST maturity level</p> <p>12 scores in the document Bates ending -47?</p> <p>13 A. No. That was a -- an assessment based on</p> <p>14 the objectives, owners of that security category and</p> <p>15 the collective aggregate of the assessments that</p> <p>16 were being performed.</p> <p>17 Q. Did you approve the NIST maturity levels</p> <p>18 that are in Bates -47?</p> <p>19 A. There's no approving. It was math. You</p> <p>20 summarize the answers from the different security</p> <p>21 assessments to form a formulaic score.</p> <p>22 Q. Okay. So, again, going back to SSDL, it</p> <p>23 was to assess a NIST maturity level of 2.</p> <p>24 Do you see that?</p> <p>25 A. I do.</p> <p style="text-align: center;">162</p>	<p>1 alignment with that security objective. All of</p> <p>2 those asset scores would roll into a score for the</p> <p>3 security and maturity.</p> <p>4 By the time we're in 2019, that was a</p> <p>5 formulaic summary. In 2018, it was being -- it was</p> <p>6 assessed through -- a little bit more -- less</p> <p>7 formulaic means, but by 2019, it was a -- it was</p> <p>8 created using the assessments themselves. They</p> <p>9 scored it.</p> <p>10 Q. Which assessments?</p> <p>11 A. There's a security -- there's assessment</p> <p>12 against the security and access control guidelines</p> <p>13 that major assets were asked to score themselves</p> <p>14 against. Compliance with the -- the principles</p> <p>15 outlined in that document.</p> <p>16 Q. Okay. And who is doing the scoring?</p> <p>17 A. The -- the teams would answer the</p> <p>18 questionnaire, and the questionnaire itself created</p> <p>19 the score. So if there were 50 questions and eight</p> <p>20 were answered affirmatively, 80 percent were</p> <p>21 answered affirmatively, you would have the score of</p> <p>22 whatever 80 percent is.</p> <p>23 Q. I see.</p> <p>24 So was there -- there was, like, a program</p> <p>25 that your employees, they answered questions and</p> <p style="text-align: center;">164</p>

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<p>1 BY MS. WARDEN: 2 Q. So this PowerPoint was presented to your 3 boss, right, Joe Kim? 4 A. Yes. 5 Q. So did -- did you review it for accuracy 6 before it was presented to Joe Kim? 7 A. I would have reviewed it, not specifically 8 for accuracy, but reviewed it for its content, for 9 its relevance, for its completeness. 10 Q. Wasn't part of your job responsibilities 11 to make sure that the information in Exhibit 8 was 12 accurate? 13 A. My responsibilities were to make sure, to 14 the best of my ability, that the information I was 15 presenting to my boss was comprehensive, complete 16 and generally accurate, but not to verify the 17 specific accuracy of every line item. 18 Q. Okay. Did it surprise you that SSDL got a 19 NIST maturity level of 2? 20 A. I don't recall what my reaction or being 21 surprised or not. 22 Q. Any discussions with anyone else at 23 SolarWinds about slide ending in -47 and SSDL 24 getting a NIST maturity level of 2? 25 A. No discussions. However, our -- the</p> <p>173</p>	<p>1 Do you see that? 2 A. Yes. 3 Q. All right. Under Highlights, we've got 4 first bullet (as read): 5 Access and privilege to 6 critical systems/data is 7 inappropriate. Need to improve 8 internal processes procedures. 9 Do you see that? 10 A. I do. 11 Q. Any reason to believe this information is 12 not accurate? 13 MR. TURNER: Objection to form. 14 THE WITNESS: This is a summarized 15 highlight pointing to the opportunity to leverage 16 technology called Thycotic Secret Server to mid -- 17 to manage privileged access credentials in a secret 18 server. 19 BY MS. WARDEN: 20 Q. Ms. Johnson, my question was, is there any 21 reason to believe that this statement, "Access and 22 privilege to critical systems/data is 23 inappropriate," is not accurate? 24 MR. TURNER: Objection to form. 25 THE WITNESS: On its face summarized, I</p> <p>175</p>
<p>1 intention of the security -- security and compliance 2 reviews was to take anything that could benefit from 3 concentrated improvement and create a security and 4 compliance improvement plan for that line item. 5 Q. So could the score of 2 for SSDL, could it 6 have benefited from improvement? 7 MR. TURNER: Objection to form and 8 foundation. 9 BY MS. WARDEN: 10 A. The company would decide what the focus 11 areas would be based on the need for improvement. 12 It was not my scope of responsibility to determine 13 whether or not that item needed improvement. 14 However, we can look at the security improvement 15 plans to see what next steps happened or came about 16 from that. 17 Q. But do -- do you recall next steps from 18 the SSDL being -- receiving a 2 rating? 19 A. No. But the -- we can look ahead in the 20 artifact and see if there was any. 21 There's nothing -- there's nothing in this 22 artifact that talks to the skip specifically for the 23 SDL. 24 Q. Okay. Let's turn to Bates ending in -48. 25 At the top, it says "Protect."</p> <p>174</p>	<p>1 don't stand behind that statement. The statement 2 was in reference to the opportunity to leverage a 3 centralized secret server to store privileged 4 credentials. 5 BY MS. WARDEN: 6 Q. As written, you don't agree with this 7 statement? 8 A. As written, it was part of a presentation 9 that was -- had significantly more context. 10 It was a project to deal with privileged 11 access management, and this was referring to the 12 opportunity to accelerate moving all privileged 13 credentials into Thycotic Secret Server. 14 Q. Did Tim Brown draft this statement? 15 A. I don't know who the original author is of 16 each bullet. This is an aggregated summary of IT 17 business and product security leaders. 18 Q. All right. So it says (as read): 19 Access and privileged to 20 critical systems status is 21 inappropriate. 22 Which systems? 23 MR. TURNER: Objection to form. 24 THE WITNESS: SolarWinds had hundreds of 25 systems, critical systems. I don't know how -- what</p> <p>176</p>

<p>1 the count was at the particular time that this was 2 in place, but this is specifically talking about the 3 privileged access. And privileged access could be 4 managed in a centralized secret server versus 5 decentralized servers with different technologies 6 managing the credential. It is a summarized 7 industry jargon term that is meant to have impact, 8 but not to stand alone without context in 9 conversation. 10 BY MS. WARDEN: 11 Q. But was it true? 12 MR. TURNER: Objection to form. Asked and 13 answered. 14 THE WITNESS: Privileged access management 15 could be improved by the use of a centralized secret 16 server where its credential was maintained in 17 Thycotic. The opportunity to improve that was what 18 was being presented here. 19 BY MS. WARDEN: 20 Q. And it says that the access and privilege 21 is inappropriate. 22 What -- inappropriate how? 23 MR. TURNER: Objection to form. 24 THE WITNESS: I don't know how to answer 25 differently than I have.</p> <p style="text-align: center;">177</p>	<p>1 that bullet to indicate we can do privileged access 2 management more effectively. 3 Q. The second sentence, "need to improve 4 internal processes, procedures," what -- what 5 internal processes? 6 A. The -- the process and procedure that was 7 referred to here, Thycotic required -- so much 8 detail. The way credentials were being managed in 9 IT, the business departments wanted their own 10 credential stores. For IT to be able to manage -- 11 for IT to be able to be responsible for the 12 credential store for the company, there would -- 13 needed to be business continuity and access set up 14 so they could do that work. This was a poorly 15 written statement that should not be relied upon 16 because what was in effect happening was the request 17 to leverage Thycotic as a centralized secret server 18 store so that privileged access could be maintained 19 in something that we had centralized and 20 standardized faith upon -- in. 21 Q. Did you have -- so the sentence is need to 22 improve internal processes. 23 Did that occur? 24 A. There was an initiative to -- around 25 privileged access management to leverage Thycotic as</p> <p style="text-align: center;">179</p>
<p>1 BY MS. WARDEN: 2 Q. What was your reaction upon learning this? 3 MR. TURNER: Objection to form and 4 foundation. 5 THE WITNESS: I'm not learning in -- 6 this -- this is not a presentation -- 7 BY MS. WARDEN: 8 Q. You were emailed this presentation, 9 correct? 10 A. No. I wasn't emailed this presentation. 11 I participated in putting in the content for the 12 presentation. The statements that were being made, 13 I had context and I understood what was being 14 proposed here. This is offering the opportunity to 15 invest in Thycotic Secret Servers for managing the 16 credentials of critical systems across the 17 enterprise. At the time, IT was the only team that 18 was leveraging -- I shouldn't say only. IT was the 19 team that managed the secret server, and not all 20 privileged credentials were being managed in this 21 newer technology. There was an opportunity to 22 invest in Thycotic and make sure that Thycotic had a 23 full business continuity plan so that all of the 24 different business departments could manage their 25 credentials out of Thycotic. That was the point of</p> <p style="text-align: center;">178</p>	<p>1 a central store. The processes -- internal 2 processes had to change to enable to leverage a 3 centralized store. 4 Q. And who was in charge of those efforts? 5 A. The project was being program-managed by 6 Eric Quitugua and Kellie to centralize the 7 privileged access management in a single credential 8 store, but each business department had to 9 participate in changing their processes so that you 10 could leverage a store. So every business, the MSP, 11 the core and the cloud business departments all had 12 to participate in that project to get to centralized 13 credential management. 14 Q. Did Mr. -- 15 A. Quitugua. 16 Q. -- Quitugua report to Mr. Brown? 17 A. He did. 18 Q. All right. If you look at the last 19 security category, authentication, authorization and 20 identity management. 21 Do you see that? 22 A. Yeah. 23 Q. What does that mean? 24 A. It's a collection of security objectives 25 in a category around identity and access management.</p> <p style="text-align: center;">180</p>

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<p>1 Q. And then under objective, it says (as 2 read): 3 User identity, authentication 4 authorization are in place and 5 actively monitored across the 6 company. 7 Do you see that? 8 A. I do. 9 Q. All right. And then next to it, there's a 10 NIST maturity level? 11 A. Yes. 12 Q. And the score was 1. 13 Do you see that? 14 A. I do. 15 Q. Any reason to -- to doubt the accuracy of 16 that score? 17 MR. TURNER: Objection to form. 18 THE WITNESS: I didn't participate in 19 calculations. However, this also points to, one, 20 the privilege access opportunity and the making 21 Azure AD the authoritative source of identity 22 because identity was centralized in multiple on-prem 23 ADs. 24 BY MS. WARDEN: 25 Q. Sorry, to go back to the objective, what</p> <p style="text-align: center;">181</p>	<p>1 presentation, we made very cursory summaries and 2 very, frankly, crude descriptions to speak to why we 3 needed do something different. 4 The rationale at the time for why this was 5 a 1 is because there was an opportunity to make an 6 investment in Thycotic as a secret server for the 7 entire company, and two, to make the investment in 8 Azure AD as the authoritative source for identity 9 and authorization for the company. Those two 10 things, we needed an investment and we were making a 11 point in this presentation. 12 Q. So if the audience was not executive 13 management, would the score have been different? 14 A. The opportunity to centralize was still 15 real. User identity across three different 16 organizations, managing it separately, is really an 17 expensive endeavor and requires a lot of oversight. 18 The challenge is -- the opportunity to improve that 19 is a consistent theme across the organization. 20 Q. Did you intentionally give a falsely lower 21 score in order to get a bigger budget? 22 A. No. 23 Q. But did you intentionally provide 24 leadership with a lower score? 25 A. No. When you read the objectives as we're</p> <p style="text-align: center;">183</p>
<p>1 is user identity? 2 A. I'm sorry, where do you see that? 3 Okay, user identity. So this is the 4 individual user of a -- an employee. 5 Q. And authentication is what? 6 A. I -- 7 Q. Sorry, the next phrase, authentication. 8 A. So the identity is how you individually 9 understand what a -- who is the human actor trying 10 to get access. Authentication is the way that you 11 ensure that they have access. Authorization is the 12 determination that they should have the access and 13 making sure that all three are in place and 14 monitored across the company, is what this objective 15 is. 16 Q. Is a score of 1 a low score? 17 MR. TURNER: Objection to form. 18 Do you want to just ask her what her 19 understanding is as to why it was a 1? 20 BY MS. WARDEN: 21 Q. What is your understanding as to why the 22 score was 1? 23 A. I mentioned before, the -- there was 24 detailed summaries around how we get to maturity 25 levels. For the purpose of an executive</p> <p style="text-align: center;">182</p>	<p>1 calling out, my point in making the statement around 2 how this user, loosely worded, the objective Palo 3 Alto fireworks -- firewalls, that is a specific 4 thing, us making a point that we have deployed Palo 5 Alto firewalls, next generation firewalls, across 6 the company. That is creating a clear note that the 7 perimeter protection was strong, but we called out 8 specifically the objective as Palo Alto firewalls. 9 This was calling out the opportunity more 10 clearly so we weren't in a generic statement. We 11 were specific to the executives around what we were 12 trying to accomplish by calling out the privilege 13 access and the Azure AD opportunity, but the reality 14 is the opportunity to centralize and standardize 15 security in a single authoritative source was an 16 important objective. 17 Q. Did you take any next steps in light of 18 the category of authentication, authorization and 19 identity management receiving a score of 1? 20 A. We authorized two projects. The privilege 21 access management project for Thycotic and the 22 Azure AD, what was called the identity and access 23 management project. 24 Q. And whose decision was it to authorize 25 those projects?</p> <p style="text-align: center;">184</p>

<p>1 part in the documentation 2 implementation and/or testing of 3 the individual controls. 4 And she attaches a spreadsheet, which is 5 what we were looking at, Exhibit 9A. 6 A. She says being a strawman. 7 MR. TURNER: Wait for the question. 8 BY MS. WARDEN: 9 Q. So why don't we -- if you look at the 10 column to the right, so -- so this may help orient 11 you. 12 If you go to the top of that column that I 13 was looking at, Column F, do you see it says, "NIST 14 control description from NIST SP 800"? 15 A. Yes. 16 Q. Okay. So that's the title of that. And 17 then we're going to be looking at Column S. 18 Do you see that's titled "Kellie's 19 comments, notes"? 20 A. Yes. 21 Q. All right. So we're going to look at 22 control, and then Kellie's comments column. 23 So let's go back to Count 17. And I read 24 you the control. Won't do that again. Then 25 Kellie's comment, do you see it's in red, says --</p> <p>193</p>	<p>1 documentation. And that's why she speaks to the 2 being -- doing the work in 2020 with readiness in 3 2021. 4 The ask here is truly to do a 5 level-of-effort estimate around how much work we 6 need to prepare to create the reporting 7 documentation to ready those assets for fedRAMP so 8 we can -- say, if this cost 2 million, how much in 9 sales is there to potentially justify this 10 investment. 11 Kellie is not -- Kellie nor myself would 12 be equipped to answer the company's process 13 readiness without having the specific asset owner of 14 each one of those assets answer in response to each 15 line item. The fact that Kellie writes her own 16 letters and dates on this shows that this is her 17 reaction. 18 What's more, the -- there was intended, 19 like a hypothesis on Kellie's part and certainly 20 mine because she and I have run programs before to 21 prepare companies for product certifications. The 22 reality that these products don't have the 23 U.S.-based staffing infrastructure means that we 24 knew that we would -- this would be too inexpensive 25 of an effort. So this was a very cursory, very</p> <p>195</p>
<p>1 I'll let you get there in Column S, KP627, she 2 writes (as read): 3 We have no explicit 4 authorization policy, nor is this 5 documented that I am aware of for 6 the company or individual products. 7 Are you aware of any reason this 8 assessment was not accurate? 9 MR. TURNER: Objection to form. 10 THE WITNESS: This was not an assessment. 11 BY MS. WARDEN: 12 Q. Okay. What -- how would you describe it? 13 A. This was a preliminary reaction to a 14 request to make an investment in fedRAMP readiness 15 for products that did not have a strong business 16 justification. What Denny and I asked her to do was 17 perform a level of assessment -- level-of-effort 18 assessment on what it would cost the company to 19 prepare for fedRAMP readiness. It was a very 20 cursory collection of data across a number of 21 leaders to say this is going to take this much 22 effort because the formality and the requirement of 23 leveraging a third-party assessment organization or 24 a 3PAO for fedRAMP is very expensive and you have to 25 create years -- at least a year of reporting</p> <p>194</p>	<p>1 preliminary swag at this is gonna cost too much and 2 not going to be worth the effort in this time frame. 3 Q. Are you aware of Ms. Pierce ever providing 4 a final assessment? 5 MR. TURNER: Objection. 6 BY MS. WARDEN: 7 Q. Of the 325 controls. 8 MR. TURNER: Objection to form. 9 THE WITNESS: During my tenure, I'm not 10 aware of a final assessment. However, there -- this 11 work product during my tenure was not an assessment; 12 it was a preliminary review to determine through 13 swag that this level of effort doesn't warrant the 14 investment. 15 BY MS. WARDEN: 16 Q. Are you aware if whether this preliminary 17 review was ever updated? 18 A. Not in my tenure. 19 Q. And are you aware of whether this 20 preliminary review was ever finalized? 21 A. Not in my tenure. The time frame that 22 this would have happened would be outside the scope 23 of my tenure. 24 Q. So -- okay. Let's look back at the 25 control description in Count 17, please.</p> <p>196</p>

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<p>1 A. I did not. 2 Q. Did you ever ask Ms. Pierce what she meant 3 in Count 17? 4 A. I did not. 5 Q. You did not? 6 A. (Shakes head.) 7 Q. All right. You can -- we're going to go 8 to a different exhibit. 9 Handing you what I'm -- what I am marking 10 Johnson 10. 11 (Whereupon, Deposition Exhibit 10 12 was marked for identification.) 13 BY MS. WARDEN: 14 Q. Take your time. 15 MS. WARDEN: For the record, this is 16 Bates -1608 through -1634. 17 BY MS. WARDEN: 18 Q. Ms. Johnson, do you recognize this 19 document? 20 A. I do. 21 Q. And what is it? 22 A. This is a Q1 quarterly risk review for 23 2020. 24 Q. Did you receive this document? 25 A. I curated this document.</p> <p style="text-align: center;">209</p>	<p>1 Q. Okay. And who did you present Exhibit 10 2 to? 3 A. The audience, the general audience for a 4 QRR was Burt Kalsu, the CFO, Joe Kim, the CTO, and 5 Jason Bliss as general counsel. Participants 6 generally included Danielle Campbell from finance, 7 Jenny Zador from legal, Tim, Kellie, myself and any 8 other special attendees as needed based on the 9 agenda. 10 Q. And do you recall presenting on some of 11 these slides? 12 A. I did present on some of these slides. 13 Q. Which ones? 14 A. Do you want to go slide by slide? 15 Q. Sure. 16 A. Okay. I probably would have intro'd 17 Slide 3 ending in -610, I probably would have 18 intro'd Slide 4 -- 19 Q. I'm sorry, when you say -- you're saying 20 "intro"? 21 A. Intro'd. 22 Q. Introduced? 23 A. Introduced, yes. Reminding people what 24 they've seen last. 25 Q. And then introduced another speaker to</p> <p style="text-align: center;">211</p>
<p>1 Q. And what do you -- what do you mean by 2 "curated"? 3 A. I organized the aggregation of inputs from 4 multiple departments as outlined on the first page, 5 dev ops, IT, legal and finance. 6 Q. Does that mean you put the whole slide 7 deck together? 8 A. It means, to your point, multiple people 9 put their slides in the deck, and we finalized the 10 artifact. 11 Q. Okay. Who finalized it? 12 A. That -- for a small software company, 13 there's no finalizer. It's an aggregate work 14 product. 15 Q. Did Tim Brown contribute to Exhibit 10? 16 A. Tim Brown and his team would have 17 contributed, yes. 18 Q. Okay. And was this slide deck presented 19 at a QRR? 20 A. It was presented at a QRR. 21 Q. Sorry, at the -- at the March 3rd, 2020 22 QRR? 23 A. I can't say specifically it was on that 24 date, but generally, we dated the documents to be 25 the date we were presenting it.</p> <p style="text-align: center;">210</p>	<p>1 speak to that slide? 2 A. This was an informal software company. We 3 didn't have to -- 4 Q. Okay. You spoke on that slide? 5 A. Multiple people could speak on -- would 6 speak on a slide. 7 Q. Okay. Sorry. I thought -- sorry. You 8 mentioned slide -- 9 A. So what I would do is reorient this group 10 because they would not see this necessarily but once 11 a quarter, so reorienting them to what they'd seen, 12 and Tim would walk them through the details. If 13 there was some specific thing that we wanted to 14 spend more time on, it -- we would invite another 15 person to -- to add to the commentary. 16 Tim would have spoken to slide ending in 17 -612. Tim and I would have spoken to slide ending 18 in -613. I see architecture and engineering 19 customer support and marketing. We may have had 20 additional participants in a meeting to speak to 21 their work or we may have spoke on their behalf. 22 When it comes to policy, this would -- starting on 23 slide ending in -615, Kellie generally spoke to 24 policy. 25 Q. Pierce?</p> <p style="text-align: center;">212</p>

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<p>1 the word "consistently" didn't cause me concern or 2 the key risk noted, and then I looked over to the 3 column where it showed -- showed the 3.3 rating. 4 Q. Okay. And would a 3.3 rating cause you 5 concern? 6 A. A 3.3 maturity in a certain security 7 category, without understanding what the objectives 8 were, the numbers -- the numbers are a visual 9 representation. Numbers wouldn't get my -- wouldn't 10 alarm or concern me. It would be the details, and 11 whenever there's something that stood out that 12 needed attention, we were very clear around what the 13 executives needed to do or what we needed from them. 14 Q. Is there a particular rating that would 15 cause you concern? 16 A. Again, a rating or a number isn't the 17 thing that would concern me. My team had clear 18 vehicles to request for investment, request for 19 attention. There was many ways to -- there was 20 incident reviews, there was -- there was vehicles to 21 raise attention to -- to the need for us to address 22 something. 23 The -- a quarterly review would not be the 24 forum for -- with the -- with the maturity score. 25 That's not the -- the way to get attention. The</p> <p>217</p>	<p>1 not an escalation vehicle, this was an awareness 2 vehicle for leadership. 3 Q. And how would Joe Kim be apprised of a -- 4 A. A security incident? 5 Q. -- a security issue? 6 A. I would walk right over to him and 7 interrupt him in a meeting if we were in a security 8 incident. 9 Q. Okay. But you did not -- you did not 10 alert Joe Kim that security processes were not 11 consistently implemented? 12 MR. TURNER: Objection. Form. Asked and 13 answered. 14 THE WITNESS: Joe Kim was aware of the 15 opportunities that we were taking to improve 16 security. We created this vehicle to summarize and 17 provide awareness to other business departments. 18 Joe Kim and I met at least on a weekly basis. There 19 was nothing -- this would never be the vehicle I 20 would use to advise him of a risk. I had much more 21 frequent cadence meetings with him and unplanned 22 check-ins throughout the -- throughout the week and 23 day. 24 BY MS. WARDEN: 25 Q. To the right of key risks is key</p> <p>219</p>
<p>1 call for that would be a specific slide on a 2 specific need to do something else. 3 So this would not be the vehicle to get 4 attention. Quarterly would not be appropriate to 5 wait for a vehicle quarterly to get attention, and a 6 NIST scorecard or SolarWinds maturity scorecard 7 wouldn't be the vehicle do it. 8 Q. What about that -- what it says under key 9 risks, "security processes not consistently 10 implemented," would that -- did that not cause you 11 concern? 12 MR. TURNER: Objection. Asked and 13 answered. 14 THE WITNESS: This is not the vehicle to 15 alert my concern. It's a quarterly vehicle. This 16 is -- this work product is not for me. This is not 17 how I would be alerted to a concern. 18 BY MS. WARDEN: 19 Q. How would you be alerted to a concern? 20 A. If there was an incident, this was a clear 21 incident response plan, and there was a clear 22 incident response process and executive 23 notification. If there was a particular 24 vulnerability. There were vehicles for all ways to 25 provide inputs that required escalation. This was</p> <p>218</p>	<p>1 improvements. 2 Do you see that? 3 A. Yes. 4 Q. All right. And then to the right of that, 5 the first bullet under key improvements is "Increase 6 SDL adoption." 7 A. Yes. 8 Q. What do you understand that to mean? 9 A. I'm going to read through all of them to 10 make sure I have context. 11 Q. Sure. 12 A. In reading, not in context of that time, I 13 look at key improvements as the improvements that 14 are in progress of being made or areas of focus to 15 improve. 16 Q. So SDL was an area of focus to improve? 17 A. SDL was an area of focus to improve, but 18 it also -- it's showing here because it's likely 19 improving. These are things that are in progress to 20 improve. 21 Q. Is it fair to say SDL was not fully 22 adapted as of March 2020? 23 A. It's not -- 24 MR. TURNER: Object to form and 25 foundation.</p> <p>220</p>

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<p>1 identification.)</p> <p>2 BY MS. WARDEN:</p> <p>3 Q. Take a moment to review it.</p> <p>4 MR. TURNER: You don't have this in native</p> <p>5 form you can send on the computer?</p> <p>6 MS. WARDEN: I don't think we are going to</p> <p>7 go through the attachment. I just produced it to be</p> <p>8 complete.</p> <p>9 BY MS. WARDEN:</p> <p>10 Q. Do you recognize this document,</p> <p>11 Ms. Johnson?</p> <p>12 A. I do.</p> <p>13 Q. Okay. What is it?</p> <p>14 A. This is an email from Danielle Campbell,</p> <p>15 who was providing the status of our business and IT</p> <p>16 general controls.</p> <p>17 Q. Okay. And it's dated March 2nd, 2020,</p> <p>18 correct?</p> <p>19 A. That's correct.</p> <p>20 Q. And then the subject line is SOX, control</p> <p>21 deficiencies, FY2019.</p> <p>22 Do you see that?</p> <p>23 A. I do.</p> <p>24 Q. All right. So who is Ms. Campbell again?</p> <p>25 A. She was the director of internal audit.</p> <p style="text-align: center;">249</p>	<p>1 control deficiencies from our FY19</p> <p>2 SOX audit that will need to be</p> <p>3 remediated by your teams.</p> <p>4 Do you see that?</p> <p>5 A. I do.</p> <p>6 Q. Who conducted the FY2019 SOX audit?</p> <p>7 A. There is an internal audit function that's</p> <p>8 aided by a third party and an external audit</p> <p>9 function. The internal audits, Danielle, then</p> <p>10 there's internal audit aided by a third party. I</p> <p>11 don't know what that -- looks like it's -- the</p> <p>12 external auditor would have been PwC, but their</p> <p>13 support that was given to internal audit as well.</p> <p>14 Q. Is it your understanding that the</p> <p>15 reference to -- sorry, Ms. Campbell's reference to</p> <p>16 the FY19 SOX audit is to the internal audit?</p> <p>17 A. She runs internal audit, and her team was</p> <p>18 guided by a set of auditors who participated in</p> <p>19 consulting us in internal audit. Then there was an</p> <p>20 external auditor, PwC, who provide -- who basically</p> <p>21 was responsible for the final certification of our</p> <p>22 financial reporting.</p> <p>23 Q. Okay. Who supervised the internal FY19</p> <p>24 SOX audit?</p> <p>25 A. Danielle Campbell.</p> <p style="text-align: center;">251</p>
<p>1 Q. Okay. And you are -- are copied on this</p> <p>2 email, correct?</p> <p>3 A. I am copied on this email.</p> <p>4 Q. Okay. In the "to" line, it lists</p> <p>5 Sandy Ensminger?</p> <p>6 A. Yes.</p> <p>7 Q. Do you know who that is?</p> <p>8 A. I believe she was the controller at the</p> <p>9 time.</p> <p>10 Q. Okay. And who is Chris Day?</p> <p>11 A. Chris Day, at the time, was responsible</p> <p>12 for dev ops.</p> <p>13 Q. Who is August Wehrmann?</p> <p>14 A. He was the product -- person responsible</p> <p>15 for the MSP product line engineering.</p> <p>16 Q. And who is David Owens?</p> <p>17 A. David Owens. David Owens had some</p> <p>18 responsibility for finance. I don't think I ever</p> <p>19 knew the extent of his responsibility, but he was a</p> <p>20 European country manager who had a finance</p> <p>21 objective.</p> <p>22 Q. Okay. So on March 2nd, 2020</p> <p>23 Danielle Campbell says (as read):</p> <p>24 I wanted to send you an email</p> <p>25 to let you know that we have</p> <p style="text-align: center;">250</p>	<p>1 Q. Campbell supervised it. Okay.</p> <p>2 And she reported to Tim Brown?</p> <p>3 A. No. Danielle Campbell reported to</p> <p>4 finance.</p> <p>5 Q. Kalsu?</p> <p>6 A. Kalsu, Burt Kalsu.</p> <p>7 Q. And did Tim Brown have any role in the</p> <p>8 FY19 SOX audit?</p> <p>9 A. There are some SOX objectives that align</p> <p>10 to security objectives. Tim Brown would be made</p> <p>11 aware of them, but the systems that were in scope</p> <p>12 for SOX control were not under Tim Brown's</p> <p>13 responsibility directly.</p> <p>14 Q. Okay. And did you have any role in the</p> <p>15 FY19 SOX audit?</p> <p>16 A. My teams in -- some of the systems in</p> <p>17 scope for SOX were the responsibility of my team's</p> <p>18 to operate.</p> <p>19 Q. Okay. So you were apprised of updates to</p> <p>20 the FY2019 audit?</p> <p>21 A. Yes.</p> <p>22 Q. Okay. All right. If you can turn to</p> <p>23 Bates -- the next page, Bates ending in -31.</p> <p>24 The last sentence, Ms. Campbell writes (as</p> <p>25 read):</p> <p style="text-align: center;">252</p>

<p>1 However, we do have areas for 2 improvement around these controls. 3 Do you see that? 4 A. I do. 5 Q. Any reason to doubt the accuracy of 6 Ms. Campbell's statement? 7 MR. TURNER: Objection. Foundation. 8 THE WITNESS: I don't have reason to doubt 9 her statement. 10 BY MS. WARDEN: 11 Q. Did you have any conversations with 12 Ms. Campbell about her March 2nd, 2020 email? 13 A. In preparation for our control reviews, I 14 talked to Danielle Campbell frequently. 15 Q. But did you talk to her about what she 16 flagged with respect to the FY2019 SOX audit in her 17 March 2nd, 2020 email? 18 A. Danielle wouldn't send an email to this 19 many people without first giving me a heads up. So 20 I'm sure I met with her before she sent this, and 21 then after she sent this to make sure that I 22 understood how to assist my teams in any areas of 23 remediation. 24 Q. Okay. What do you recall about your 25 discussion with Ms. Campbell prior to receiving her</p> <p style="text-align: center;">253</p>	<p>1 related to what the business is doing to warrant the 2 accuracy of our financial reports. The IT general 3 controls usually deal with change management and 4 access management. 5 Q. Do the IT general controls relate to 6 access controls? 7 A. Some of the IT general controls do relate 8 to access management. 9 Q. Okay. So would you say, as of March 2020, 10 they were areas of improvement around access 11 controls? 12 MR. TURNER: Objection. Foundation. 13 THE WITNESS: I would need to look at each 14 one of the controls that were listed. But access 15 controls under SOX are not -- or access management 16 under SOX is not around access control only. It's 17 around user access reviews. It's around reporting, 18 it's around investigation of the user access that 19 might -- that needs to be reported. It's around 20 access approvals and whether or not that was 21 reported and recorded. There's a lot of reporting 22 requirements under SOX that are above and beyond an 23 access control in terms of security access controls. 24 BY MS. WARDEN: 25 Q. Did you have any discussions with</p> <p style="text-align: center;">255</p>
<p>1 March 2nd, 2019 -- 2020 email? 2 A. I don't recall a specific discussion, but 3 our practice was that before we send a report to 4 multiple people, that we are internally reviewing it 5 and understand it. The email is the courtesy that 6 is take action, and then I engage Danielle 7 frequently with my team to review the areas that 8 we -- so it was very clear what the actions we 9 needed to take to do remediation. 10 Q. So do you agree with Ms. Campbell's 11 statement that there are areas for improvement 12 around these controls? 13 A. I want to clarify what "these controls" 14 are. What's listed here are business controls and 15 IT general controls. IT general controls are not 16 all security-based controls. 17 Q. Okay. 18 A. These -- yes. These controls, they just 19 don't equal security and certainly don't equal Tim. 20 I'm not sure he's even copied. 21 Q. You're saying the -- if you look at Bates 22 ending in -30, the 300 business controls, that has 23 nothing to do with the cyber security controls? 24 A. I would need to see the 300 controls 25 tested. But generally, the business controls are</p> <p style="text-align: center;">254</p>	<p>1 Tim Brown regarding Exhibit 13? 2 A. I don't know that I did, but Danielle 3 talked to Tim directly frequently. 4 Q. Okay. And did you discuss Ms. Campbell's 5 March 2nd, 2020 email with Mr. Joe Kim? 6 A. The -- the purpose of her formal email was 7 in preparation for the quarterly risk review. I 8 would not surprise my boss with a quarterly risk 9 review that had details that he hadn't seen before, 10 so I'm certain that I presented anything that had 11 SOX findings to Joe Kim, not specifically this 12 email, but any area that we had intention to create 13 improvements around IT general controls, I would 14 have shared with Joe Kim. Because this meeting was 15 the next day, I'm certain that I would have shared 16 before this meeting. So can't specifically say 17 whether or not I provided this to him. 18 Q. I'm handing you what I marked ... oh, you 19 took them all? 20 Okay. Can you take a look at Exhibit 10, 21 please. 22 A. Yes. 23 Q. So you -- you previously testified that 24 you received this -- you -- what was the word -- how 25 did you receive this document, Exhibit 10?</p> <p style="text-align: center;">256</p>

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<p>1 entire security lifecycle of release is part of the 2 SDL. That is one element of it. That does not make 3 up the entire SDL. 4 BY MS. WARDEN: 5 Q. Is it -- did it concern you that -- that 6 security testing didn't always include web 7 application testing? 8 A. I can't speak to my memory of concern. 9 What was appropriate is that any opportunities or 10 any areas that weren't consistent in its practice, 11 meaning consistent in standardized were elevated to 12 multiple leaders in multiple vehicles. And so I -- 13 having a transparent conversation with product 14 management was an important element of deciding to 15 align around how we focused our security objectives. 16 Q. Is web application testing related to 17 threat modeling? 18 MR. TURNER: Objection. Foundation. 19 THE WITNESS: I am an IT leader, not a 20 software development leader. I have familiarity 21 with those concepts. It is outside of this scope of 22 my expertise or experience to even comment on what 23 those mean in context of these statements. 24 BY MS. WARDEN: 25 Q. Did you have any conversations with</p> <p style="text-align: center;">289</p>	<p>1 THE VIDEOGRAPHER: We're back on record. 2 Time is 5:35 p.m. 3 MS. WARDEN: We are passing the witness. 4 MR. TURNER: One moment, please. I hate 5 to do this, but let me just take a three-minute 6 break. 7 MS. WARDEN: That's fine. 8 THE VIDEOGRAPHER: Going off the record. 9 The time is 5:36 p.m. 10 (Whereupon, a recess was taken from 11 5:36 p.m. to 5:38 p.m.) 12 THE VIDEOGRAPHER: We're back on the 13 record. The time is 5:38 p.m. 14 MR. TURNER: No redirect from defendants. 15 MS. WARDEN: We have no further questions 16 of Ms. Johnson at this time. But we may, and so if 17 we do, we will contact your counsel. 18 THE VIDEOGRAPHER: Kathleen? 19 THE REPORTER: Mr. Turner and Mr. Heshemi, 20 do you need transcripts or roughs? 21 MR. TURNER: Yes, please. 22 THE REPORTER: Mr. Heshemi? 23 MR. HESHEMI: I don't need a transcript. 24 THE REPORTER: Thank you. 25 All set, Frank.</p> <p style="text-align: center;">291</p>
<p>1 Mr. Brown about this highlight on Bates -6635 that 2 "inconsistent internal security testing is part of 3 product final security don't always include web 4 application testing before release"? 5 A. One of the -- my role in being Tim's 6 people leader is to ensure he has vehicles so, when 7 he has a proposal, that we can either authorize it 8 in a project or make a clear ask to leadership. 9 He's done that effectively where he highlights the 10 needs here, and the next step in was to initiate a 11 project or to put in a risk -- log something in a 12 risk register so that remediation is involved. 13 So I -- there was -- there was nothing 14 that needed to additionally be done here. 15 MR. TURNER: Rani, can you just answer the 16 question? Do you recall any conversation you had 17 with Mr. Brown about this slide? 18 THE WITNESS: I don't specifically 19 remember a conversation about this slide. 20 MS. WARDEN: We're going to do a new 21 exhibit, but let's take a five-minute break. 22 THE VIDEOGRAPHER: Going off the record. 23 The time is 5:27 p.m. 24 (Whereupon, a recess was taken from 25 5:27 p.m. to 5:35 p.m.)</p> <p style="text-align: center;">290</p>	<p>1 MR. TURNER: Thank you. 2 THE VIDEOGRAPHER: This concludes today's 3 deposition of Rani Johnson. Master media of today's 4 deposition will remain in the custody of Gradillas 5 Court Reporting. Time is 5:39 p.m. We are now off 6 the record. 7 (Whereupon, the deposition adjourned 8 at 5:39 p.m.) 9 --oOo-- 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p style="text-align: center;">292</p>

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CERTIFICATE OF WITNESS

I, RANI JOHNSON, do hereby declare under penalty of perjury that I have read the entire foregoing transcript of my deposition testimony, or the same has been read to me, and certify that it is a true, correct and complete transcript of my testimony given on August 27, 2024, save and except for changes and/or corrections, if any, as indicated by me on the attached Errata Sheet, with the understanding that I offer these changes and/or corrections as if still under oath.

_____ I have made corrections to my deposition.

_____ I have NOT made any changes to my deposition.

Signed: _____

RANI JOHNSON

Dated this _____ day of _____ of 20____.

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ERRATA SHEET

Deposition of: RANI JOHNSON

Date taken: AUGUST 27, 2024

Case: SEC v. SOLARWINDS CORP., et al.

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CERTIFICATE OF REPORTER

I, Kathleen A. Maltbie, Certified Shorthand Reporter licensed in the State of California, License No. 10068, the State of Nevada, CCR 995, and the State of Texas, CSR 12212, hereby certify that deponent was by me first duly sworn, and the foregoing testimony was reported by me and was thereafter transcribed with computer-aided transcription; that the foregoing is a full, complete, and true record of proceedings.

I further certify that I am not of counsel or attorney for either or any of the parties in the foregoing proceeding and caption named or in any way interested in the outcome of the cause in said caption.

The dismantling, unsealing, or unbinding of the original transcript will render the reporter's certificates null and void.

In witness whereof, I have hereunto set my hand this day:

_____ Reading and Signing was requested.

_____ Reading and Signing was waived.

_____x_____ Reading and Signing was not requested.

KATHLEEN A. MALTBIÉ

RPR-RMR-CRR-CCRR-CLR-CRC-RDR

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